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PROFIT CORPORATION
 ANNUAL REPORT
 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **P94000022737**

1. Corporation Name
RIDE AND DREAM, INC.



Principal Place of Business
 416-418 NORTH FEDERAL HWY (U.S. 1)
 FT. LAUDERDALE FL 33301

Mailing Address
 135 ROSE BRIAR DR
 LONGWOOD FL 32750
 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29

3. Date Incorporated or Qualified
03/24/1994

4. FEI Number
59-3233113

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes

9. Name and Address of Current Registered Agent
MATTI, CRISTOPH A
 416-418 NORTH FEDERAL HWY (US 1)
 FT. LAUDERDALE FL 33301

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City **FL** 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ DATE **2/28/99**
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	DP	<input type="checkbox"/> DELETE
NAME	MATTI, CHRISTOPH A	
STREET ADDRESS	2910 NE 15TH TERR	
CITY-ST-ZIP	OAKLAND PARK FL	
TITLE	DVT	<input type="checkbox"/> DELETE
NAME	FERNANDEZ, SILVIA	
STREET ADDRESS	2910 NE 15TH TERR	
CITY-ST-ZIP	OAKLAND PARK FL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	MATTI, KENETH	
STREET ADDRESS	17 AVE. 2ND REINE	
CITY-ST-ZIP	1180 BXL BELGIUM	
TITLE	D	<input type="checkbox"/> DELETE
NAME	Simon Henley	
STREET ADDRESS	5629 Palmwood DR	
CITY-ST-ZIP	Orlando, FL 32839	
TITLE	S, T	<input type="checkbox"/> DELETE
NAME	Barbara A. Sullivan	
STREET ADDRESS	135 Rose Briar Drive	
CITY-ST-ZIP	Longwood, FL 32750	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Simon E. Henley
4.3 STREET ADDRESS	5629 Palmwood DR
4.4 CITY-ST-ZIP	Orlando, FL 32839
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	S, T Barbara A. Sullivan
5.3 STREET ADDRESS	135 Rose Briar Drive
5.4 CITY-ST-ZIP	Longwood, FL 32750
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: _____ DATE **2-28-99** DAYTIME PHONE # **407-834-7384**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034.(1/198)